

Fill in this information to identify your case:

United States Bankruptcy Court for the:

WESTERN DISTRICT OF WASHINGTON

Case number (if known) Chapter 11

☐ Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

4/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name Seattle Proton Center, LLC

2. All other names debtor used in the last 8 years
Include any assumed names, trade names and doing business as names
DBA SCCA Proton Therapy Center
FDBA Seattle Procure Management, LLC
FDBA Procure Proton Therapy Center

3. Debtor's federal Employer Identification Number (EIN) 27-0817171

4. Debtor's address
Principal place of business
1570 N 115th Street
Seattle, WA 98133
Number, Street, City, State & ZIP Code
King
County
Mailing address, if different from principal place of business
P.O. Box, Number, Street, City, State & ZIP Code
Location of principal assets, if different from principal place of business
Number, Street, City, State & ZIP Code

5. Debtor's website (URL) www.sccaprotontherapy.com

6. Type of debtor
☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
☐ Partnership (excluding LLP)
☐ Other. Specify:

7. Describe debtor's business A. Check one:

- ☒ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☐ None of the above

B. Check all that apply

- ☐ Tax-exempt entity (as described in 26 U.S.C. §501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. §80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. §80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.

See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

8. Under which chapter of the Bankruptcy Code is the debtor filing? Check one:

- ☐ Chapter 7
- ☐ Chapter 9

☒ Chapter 11. Check all that apply:

- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☒ A plan is being filed with this petition.
- ☒ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

- ☒ No.
- ☐ Yes.

If more than 2 cases, attach a separate list.

District	_____	When	_____	Case number	_____
District	_____	When	_____	Case number	_____

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

- ☐ No
- ☒ Yes.

List all cases. If more than 1, attach a separate list

Debtor	See Attachment	Relationship	_____
District	_____	When	_____
		Case number, if known	_____

11. Why is the case filed in this district?*Check all that apply:*

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?☒ No☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.**Why does the property need immediate attention?** (*Check all that apply.*)☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____

☐ It needs to be physically secured or protected from the weather.☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).☐ Other _____**Where is the property?** _____

Number, Street, City, State & ZIP Code

Is the property insured?☐ No☐ Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information**13. Debtor's estimation of available funds***Check one:*

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors☒ 1-49☐ 50-99☐ 100-199☐ 200-999☐ 1,000-5,000☐ 5001-10,000☐ 10,001-25,000☐ 25,001-50,000☐ 50,001-100,000☐ More than 100,000**15. Estimated Assets**☐ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☐ \$1,000,001 - \$10 million☒ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion**16. Estimated liabilities**☐ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☐ \$1,000,001 - \$10 million☐ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☒ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion

Debtor **Seattle Proton Center, LLC**
Name

Case number (if known)

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

**17. Declaration and signature
of authorized
representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on **November 14, 2018**
MM / DD / YYYY

X /s/ Anna Karin Andrews
Signature of authorized representative of debtor

Title **President**

Anna Karin Andrews
Printed name

18. Signature of attorney

X /s/ Armand J. Kornfeld
Signature of attorney for debtor

Date **November 14, 2018**
MM / DD / YYYY

Armand J. Kornfeld
Printed name

Bush Kornfeld LLP
Firm name

601 Union St., Suite 5000
Seattle, WA 98101-2373
Number, Street, City, State & ZIP Code

Contact phone **(206) 292-2110** Email address **jkornfeld@bskd.com**

WSBA 17214 WA
Bar number and State

Debtor **Seattle Proton Center, LLC**
Name

Case number (if known)

Fill in this information to identify your case:

United States Bankruptcy Court for the:
WESTERN DISTRICT OF WASHINGTON

Case number (if known) Chapter **11**

☐ Check if this an amended filing

FORM 201. VOLUNTARY PETITION
Pending Bankruptcy Cases Attachment

Debtor	Procure Seattle Holdings, LLC	Relationship to you	Affiliate
District		When	
Case number, if known			
Debtor	Seattle Proton Center Holdings	Relationship to you	Affiliate
District		When	
Case number, if known			

Fill in this information to identify the case:

Debtor name Seattle Proton Center, LLC

United States Bankruptcy Court for the: WESTERN DISTRICT OF WASHINGTON

Case number (if known) _____

☐ Check if this is an amended filing

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☒ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☒ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☒ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☒ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☒ *Schedule H: Codebtors* (Official Form 206H)
- ☒ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☒ *Amended Schedule* _____
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☐ Other document that requires a declaration _____

I declare under penalty of perjury that the foregoing is true and correct.

Executed on November 14, 2018

X /s/ Anna Karin Andrews

Signature of individual signing on behalf of debtor

Anna Karin Andrews

Printed name

President

Position or relationship to debtor

Fill in this information to identify the case:

Debtor name **Seattle Proton Center, LLC**
 United States Bankruptcy Court for the: **WESTERN DISTRICT OF WASHINGTON**
 Case number (if known): _____

☐ Check if this is an
 amended filing

Official Form 204
Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders
12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
IBA Proton Therapy, Inc. and Ion Beam Applications, S.A. c/o Todd Bejian 2000 Edmund Halley Dr.; Suite Reston, VA 20191	David Swan dswan@mcguirewoods.com 703 712 5365	Amended IBA Equipment Service Agreement Replacement SBLOC Replacement SBEB				\$13,212,265.00
Seattle Cancer Care Alliance c/o Bradley J. Berg Foster Pepper PLLC 1111 3rd Ave., Suite 3400 Seattle, WA 98101	Bradley J. Berg brad.berg@foster.com 206-447-8970	Amended SCCA Services Agreement				\$1,995,754.00

Fill in this information to identify the case:Debtor name **Seattle Proton Center, LLC**United States Bankruptcy Court for the: **WESTERN DISTRICT OF WASHINGTON**

Case number (if known) _____

☐ Check if this is an amended filing**Official Form 206Sum
Summary of Assets and Liabilities for Non-Individuals****12/15****Part 1: Summary of Assets****1. Schedule A/B: Assets-Real and Personal Property** (Official Form 206A/B)

1a. Real property: Copy line 88 from <i>Schedule A/B</i>	\$ 11,312,064.00
1b. Total personal property: Copy line 91A from <i>Schedule A/B</i>	\$ 38,465,790.81
1c. Total of all property: Copy line 92 from <i>Schedule A/B</i>	\$ 49,777,854.81

Part 2: Summary of Liabilities

2. Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D) Copy the total dollar amount listed in Column A, <i>Amount of claim</i> , from line 3 of <i>Schedule D</i>	\$ 158,200,568.00
3. Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)	
3a. Total claim amounts of priority unsecured claims: Copy the total claims from Part 1 from line 5a of <i>Schedule E/F</i>	\$ 0.00
3b. Total amount of claims of nonpriority amount of unsecured claims: Copy the total of the amount of claims from Part 2 from line 5b of <i>Schedule E/F</i>	+\$ 15,208,019.00
4. Total liabilities Lines 2 + 3a + 3b	\$ 173,408,587.00

Fill in this information to identify the case:Debtor name Seattle Proton Center, LLCUnited States Bankruptcy Court for the: WESTERN DISTRICT OF WASHINGTON

Case number (if known) _____

☐ Check if this is an amended filing**Official Form 206A/B****Schedule A/B: Assets - Real and Personal Property**

12/15

Disclose all property, real and personal, which the debtor owns or in which the debtor has any other legal, equitable, or future interest. Include all property in which the debtor holds rights and powers exercisable for the debtor's own benefit. Also include assets and properties which have no book value, such as fully depreciated assets or assets that were not capitalized. In Schedule A/B, list any executory contracts or unexpired leases. Also list them on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G).

Be as complete and accurate as possible. If more space is needed, attach a separate sheet to this form. At the top of any pages added, write the debtor's name and case number (if known). Also identify the form and line number to which the additional information applies. If an additional sheet is attached, include the amounts from the attachment in the total for the pertinent part.

For Part 1 through Part 11, list each asset under the appropriate category or attach separate supporting schedules, such as a fixed asset schedule or depreciation schedule, that gives the details for each asset in a particular category. List each asset only once. In valuing the debtor's interest, do not deduct the value of secured claims. See the instructions to understand the terms used in this form.

Part 1: Cash and cash equivalents**1. Does the debtor have any cash or cash equivalents?**☐ No. Go to Part 2.☒ Yes Fill in the information below.**All cash or cash equivalents owned or controlled by the debtor****Current value of debtor's interest****3. Checking, savings, money market, or financial brokerage accounts (Identify all)**

Name of institution (bank or brokerage firm)

Type of account

Last 4 digits of account number

3.1.	<u>UMB Bank</u>	<u>Not in use.</u>	<u>9811</u>	<u>\$0.00</u>
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3.2.	<u>UMB Bank</u>	<u>Not in use.</u>	<u>9814</u>	<u>\$0.00</u>
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3.3.	<u>UMB Bank</u>	<u>Not in use.</u>	<u>9815</u>	<u>\$0.81</u>
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3.4.	<u>UMB Bank</u>	<u>Not in use.</u>	<u>9819</u>	<u>\$0.00</u>
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3.5.	<u>UMB Bank</u>	<u>Not in use.</u>	<u>8110</u>	<u>\$0.00</u>
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3.6.	<u>UMB Bank</u>	<u>Not in use.</u>	<u>8111</u>	<u>\$0.00</u>
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Debtor Seattle Proton Center, LLC
Name

Case number (If known) _____

UMB Bank
Restricted Funds Account established pursuant to that Amended and Restated Depositary and Account Control Agreement, dated as of August 31, 2015 between Opco and Senior Secured Lenders. The funds in the amount are controlled by the Senior Secured Lenders and as of October 5, 2018 were in the amount of

3.7. \$524,249.99. Restricted Funds Account 8112 \$0.00

3.8. UMB Bank Lockbox Account 3695 \$0.00

3.9. UMB Bank Operating Account 6948 \$5,231,903.00

3.10 UMB Bank Payroll Account (ZBA) 6921 \$0.00

4. **Other cash equivalents (Identify all)**

5. **Total of Part 1.**

Add lines 2 through 4 (including amounts on any additional sheets). Copy the total to line 80.

\$5,231,903.81

Part 2: Deposits and Prepayments

6. Does the debtor have any deposits or prepayments?

- ☐ No. Go to Part 3.
☒ Yes Fill in the information below.

7. **Deposits, including security deposits and utility deposits**

Description, including name of holder of deposit

8. **Prepayments, including prepayments on executory contracts, leases, insurance, taxes, and rent**

Description, including name of holder of prepayment

8.1. Marsh USA Insurance \$41,422.00

8.2. Rent - UW Medicine/Northwest \$67,500.00

8.3. **Software licensing/maintenance/support:** \$358,086.00
Adaptive Insights
Applied Intelligence
Corepoint
Dell
Duo Security
Elekta
imprivata
MIM
Navex

Debtor Seattle Proton Center, LLC
Name

Case number (If known) _____

RaySearch
SecureWorks
Tableau
The Resource Group
Transeo Radiotherapy Solutions
Vivid Learning Systems
Visiontree Optimal Care

8.4. **Equipment maintenance/support:**
Dell
IBA Dosimetry
Kovarus
OPUS Interactive
Presidio **\$51,802.00**

8.5. **Facilities maintenance/support:**
Computer Power & Service
Convergint Technologies
Landauer **\$28,769.00**

8.6. **Sponsored Events:**
Pediatric Brain Tumor Research Fund
ZERO **\$20,000.00**

8.7. **Prepaid membership:**
Proton Therapy Consortia **\$17,500.00**

8.8. **Miscellaneous prepayments** **\$103,462.00**

8.9. **Deposit for Lenders' legal and financial advisory fees and expenses.** **\$1,700,000.00**

9. **Total of Part 2.**

Add lines 7 through 8. Copy the total to line 81.

\$2,388,541.00

Part 3: Accounts receivable

10. **Does the debtor have any accounts receivable?**

- ☐ No. Go to Part 4.
☒ Yes Fill in the information below.

11. **Accounts receivable**

11a. 90 days old or less: 11,939,472.00 - 7,764,241.00 = **\$4,175,231.00**
face amount doubtful or uncollectible accounts

11b. Over 90 days old: 30,763,034.00 - 24,166,566.00 = **\$6,596,468.00**
face amount doubtful or uncollectible accounts

Debtor Seattle Proton Center, LLC
Name

Case number (If known) _____

12. **Total of Part 3.**

Current value on lines 11a + 11b = line 12. Copy the total to line 82.

\$10,771,699.00

Part 4: Investments

13. **Does the debtor own any investments?**

- ☒ No. Go to Part 5.
☐ Yes Fill in the information below.

Part 5: Inventory, excluding agriculture assets

18. **Does the debtor own any inventory (excluding agriculture assets)?**

- ☒ No. Go to Part 6.
☐ Yes Fill in the information below.

Part 6: Farming and fishing-related assets (other than titled motor vehicles and land)

27. **Does the debtor own or lease any farming and fishing-related assets (other than titled motor vehicles and land)?**

- ☒ No. Go to Part 7.
☐ Yes Fill in the information below.

Part 7: Office furniture, fixtures, and equipment; and collectibles

38. **Does the debtor own or lease any office furniture, fixtures, equipment, or collectibles?**

- ☐ No. Go to Part 8.
☒ Yes Fill in the information below.

	General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
39.	Office furniture Furniture & Fixtures	\$285,122.00	Cost Method	\$285,122.00
40.	Office fixtures			
41.	Office equipment, including all computer equipment and communication systems equipment and software Equipment & Purchased Software	\$759,830.00	Cost Method	\$759,830.00

42. **Collectibles** Examples: Antiques and figurines; paintings, prints, or other artwork; books, pictures, or other art objects; china and crystal; stamp, coin, or baseball card collections; other collections, memorabilia, or collectibles

43. **Total of Part 7.**

Add lines 39 through 42. Copy the total to line 86.

\$1,044,952.00

44. **Is a depreciation schedule available for any of the property listed in Part 7?**

- ☐ No
☒ Yes

45. **Has any of the property listed in Part 7 been appraised by a professional within the last year?**

- ☒ No
☐ Yes

Debtor Seattle Proton Center, LLC
Name

Case number (If known) _____

Part 8: Machinery, equipment, and vehicles

46. Does the debtor own or lease any machinery, equipment, or vehicles?

- ☐ No. Go to Part 9.
☒ Yes Fill in the information below.

	General description Include year, make, model, and identification numbers (i.e., VIN, HIN, or N-number)	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
47.	Automobiles, vans, trucks, motorcycles, trailers, and titled farm vehicles			
48.	Watercraft, trailers, motors, and related accessories <i>Examples: Boats, trailers, motors, floating homes, personal watercraft, and fishing vessels</i>			
49.	Aircraft and accessories			
50.	Other machinery, fixtures, and equipment (excluding farm machinery and equipment)			
	Medical Equipment	\$19,028,695.00	Cost Method	\$19,028,695.00

51. Total of Part 8.

Add lines 47 through 50. Copy the total to line 87.

\$19,028,695.00

52. Is a depreciation schedule available for any of the property listed in Part 8?

- ☐ No
☒ Yes

53. Has any of the property listed in Part 8 been appraised by a professional within the last year?

- ☒ No
☐ Yes

Part 9: Real property

54. Does the debtor own or lease any real property?

- ☐ No. Go to Part 10.
☒ Yes Fill in the information below.

55. Any building, other improved real estate, or land which the debtor owns or in which the debtor has an interest

Description and location of property Include street address or other description such as Assessor Parcel Number (APN), and type of property (for example, acreage, factory, warehouse, apartment or office building, if available.	Nature and extent of debtor's interest in property	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
55.1. Ground Lease Agreement, dated January 20, 2011, between Debtor and UW Medicine/Northwest as to property located at 1570 North 115th Street, Seattle, Washington 98133.	Lessee	Unknown	N/A	Unknown

Debtor Seattle Proton Center, LLC
Name

Case number (If known) _____

55.2.	Building 1570 North 115th Street, Seattle, Washington 98133.	Fee simple	\$11,312,064.00	Cost Method	\$11,312,064.00
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56. **Total of Part 9.**

Add the current value on lines 55.1 through 55.6 and entries from any additional sheets.
Copy the total to line 88.

\$11,312,064.00

57. **Is a depreciation schedule available for any of the property listed in Part 9?**

☐ No

☒ Yes

58. **Has any of the property listed in Part 9 been appraised by a professional within the last year?**

☒ No

☐ Yes

Part 10: Intangibles and intellectual property

59. **Does the debtor have any interests in intangibles or intellectual property?**

☒ No. Go to Part 11.

☐ Yes Fill in the information below.

Part 11: All other assets

70. **Does the debtor own any other assets that have not yet been reported on this form?**

Include all interests in executory contracts and unexpired leases not previously reported on this form.

☐ No. Go to Part 12.

☒ Yes Fill in the information below.

**Current value of
debtor's interest**

71. **Notes receivable**

Description (include name of obligor)

72. **Tax refunds and unused net operating losses (NOLs)**

Description (for example, federal, state, local)

**Net Operating Losses of \$28,984,798 for January 2016
through December 2017.**

Tax year **1/16-12/17**

Unknown

73. **Interests in insurance policies or annuities**

74. **Causes of action against third parties (whether or not a lawsuit
has been filed)**

75. **Other contingent and unliquidated claims or causes of action of
every nature, including counterclaims of the debtor and rights to
set off claims**

76. **Trusts, equitable or future interests in property**

77. **Other property of any kind not already listed** *Examples: Season tickets,
country club membership*

78. **Total of Part 11.**

Add lines 71 through 77. Copy the total to line 90.

\$0.00

Debtor Seattle Proton Center, LLC
Name

Case number (If known) _____

79. **Has any of the property listed in Part 11 been appraised by a professional within the last year?**

☒ No

☐ Yes

Debtor Seattle Proton Center, LLC
Name

Case number (If known) _____

Part 12: Summary

In Part 12 copy all of the totals from the earlier parts of the form

Type of property	Current value of personal property	Current value of real property
80. Cash, cash equivalents, and financial assets. <i>Copy line 5, Part 1</i>	<u>\$5,231,903.81</u>	
81. Deposits and prepayments. <i>Copy line 9, Part 2.</i>	<u>\$2,388,541.00</u>	
82. Accounts receivable. <i>Copy line 12, Part 3.</i>	<u>\$10,771,699.00</u>	
83. Investments. <i>Copy line 17, Part 4.</i>	<u>\$0.00</u>	
84. Inventory. <i>Copy line 23, Part 5.</i>	<u>\$0.00</u>	
85. Farming and fishing-related assets. <i>Copy line 33, Part 6.</i>	<u>\$0.00</u>	
86. Office furniture, fixtures, and equipment; and collectibles. <i>Copy line 43, Part 7.</i>	<u>\$1,044,952.00</u>	
87. Machinery, equipment, and vehicles. <i>Copy line 51, Part 8.</i>	<u>\$19,028,695.00</u>	
88. Real property. <i>Copy line 56, Part 9.....></i>		<u>\$11,312,064.00</u>
89. Intangibles and intellectual property. <i>Copy line 66, Part 10.</i>	<u>\$0.00</u>	
90. All other assets. <i>Copy line 78, Part 11.</i>	+ <u>\$0.00</u>	
91. Total. Add lines 80 through 90 for each column	<u>\$38,465,790.81</u>	+ 91b. <u>\$11,312,064.00</u>
92. Total of all property on Schedule A/B. Add lines 91a+91b=92		<u>\$49,777,854.81</u>

Fill in this information to identify the case:Debtor name **Seattle Proton Center, LLC**United States Bankruptcy Court for the: **WESTERN DISTRICT OF WASHINGTON**

Case number (if known) _____

☐ Check if this is an amended filing**Official Form 206D****Schedule D: Creditors Who Have Claims Secured by Property****12/15**

Be as complete and accurate as possible.

1. Do any creditors have claims secured by debtor's property?

- ☐ No. Check this box and submit page 1 of this form to the court with debtor's other schedules. Debtor has nothing else to report on this form.
- ☒ Yes. Fill in all of the information below.

Part 1: List Creditors Who Have Secured Claims

2. List in alphabetical order all creditors who have secured claims. If a creditor has more than one secured claim, list the creditor separately for each claim.

		Column A Amount of claim Do not deduct the value of collateral.	Column B Value of collateral that supports this claim
2.1	BNP Paribas Fortis, Agent Creditor's Name Montagne du Parc, 3 (1KG1F) 1000 Brussels Mrrs. Zeijlstra and de Coster Belgium Creditor's mailing address Creditor's email address, if known Date debt was incurred Last 4 digits of account number Do multiple creditors have an interest in the same property? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Specify each creditor, including this creditor and its relative priority.	Describe debtor's property that is subject to a lien Notice Only. Describe the lien Is the creditor an insider or related party? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes Is anyone else liable on this claim? <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes. Fill out <i>Schedule H: Codebtors</i> (Official Form 206H) As of the petition filing date, the claim is: Check all that apply <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	\$0.00 Unknown
2.2	BNP Paribas Fortis, Agent Creditor's Name c/o Joaquin M. C De Baca Mayer Brown LLP 1675 Broadway New York, NY 10019 Creditor's mailing address Creditor's email address, if known Date debt was incurred Last 4 digits of account number	Describe debtor's property that is subject to a lien All assets. Describe the lien Security Interest and Deed of Trust Is the creditor an insider or related party? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes Is anyone else liable on this claim? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Fill out <i>Schedule H: Codebtors</i> (Official Form 206H)	\$158,200,568.00 Unknown

Do multiple creditors have an interest in the same property?
☒ No
☐ Yes. Specify each creditor, including this creditor and its relative priority.

As of the petition filing date, the claim is:
Check all that apply
☐ Contingent
☐ Unliquidated
☐ Disputed

3. Total of the dollar amounts from Part 1, Column A, including the amounts from the Additional Page, if any.

\$158,200,568
.00

Part 2: List Others to Be Notified for a Debt Already Listed in Part 1

List in alphabetical order any others who must be notified for a debt already listed in Part 1. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for secured creditors.

If no others need to notified for the debts listed in Part 1, do not fill out or submit this page. If additional pages are needed, copy this page.

Name and address	On which line in Part 1 did you enter the related creditor?	Last 4 digits of account number for this entity
------------------	---	---

Fill in this information to identify the case:Debtor name **Seattle Proton Center, LLC**United States Bankruptcy Court for the: **WESTERN DISTRICT OF WASHINGTON**

Case number (if known) _____

☐ Check if this is an amended filing**Official Form 206E/F****Schedule E/F: Creditors Who Have Unsecured Claims****12/15**

Be as complete and accurate as possible. Use Part 1 for creditors with **PRIORITY** unsecured claims and Part 2 for creditors with **NONPRIORITY** unsecured claims. List the other party to any executory contracts or unexpired leases that could result in a claim. Also list executory contracts on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B) and on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G). Number the entries in Parts 1 and 2 in the boxes on the left. If more space is needed for Part 1 or Part 2, fill out and attach the Additional Page of that Part included in this form.

Part 1: List All Creditors with PRIORITY Unsecured Claims**1. Do any creditors have priority unsecured claims?** (See 11 U.S.C. § 507).☒ No. Go to Part 2.☐ Yes. Go to line 2.**Part 2: List All Creditors with NONPRIORITY Unsecured Claims****3. List in alphabetical order all of the creditors with nonpriority unsecured claims.** If the debtor has more than 6 creditors with nonpriority unsecured claims, fill out and attach the Additional Page of Part 2.

		Amount of claim
3.1	Nonpriority creditor's name and mailing address IBA Proton Therapy, Inc. and Ion Beam Applications, S.A. c/o Todd Bejian 2000 Edmund Halley Dr.; Suite Reston, VA 20191 Date(s) debt was incurred <u>8/31/2015</u> Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Amended IBA Equipment Service Agreement Replacement SBLOC Replacement SBEB</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes \$13,212,265.00
3.2	Nonpriority creditor's name and mailing address IBA Proton Therapy, Inc. and Ion Beam Applications, S.A. c/o David Swan 1750 Tysons Boulevard, Ste. 18 Mc Lean, VA 22102 Date(s) debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Notice only.</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes \$0.00
3.3	Nonpriority creditor's name and mailing address Ion Beam Appl, SA 3, chemin du Cyclotron Louvain-La-Neuve 1348 Belgium Date(s) debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Notice Only</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes \$0.00
3.4	Nonpriority creditor's name and mailing address Seattle Cancer Care Alliance c/o Bradley J. Berg Foster Pepper PLLC 1111 3rd Ave., Suite 3400 Seattle, WA 98101 Date(s) debt was incurred <u>8/31/2015</u> Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Amended SCCA Services Agreement</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes \$1,995,754.00

Part 3: List Others to Be Notified About Unsecured Claims

4. List in alphabetical order any others who must be notified for claims listed in Parts 1 and 2. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for unsecured creditors.

If no others need to be notified for the debts listed in Parts 1 and 2, do not fill out or submit this page. If additional pages are needed, copy the next page.

Name and mailing address	On which line in Part1 or Part 2 is the related creditor (if any) listed?	Last 4 digits of account number, if any
--------------------------	---	---

Part 4: Total Amounts of the Priority and Nonpriority Unsecured Claims

5. Add the amounts of priority and nonpriority unsecured claims.

- 5a. Total claims from Part 1
- 5b. Total claims from Part 2

5c. Total of Parts 1 and 2
Lines 5a + 5b = 5c.

Total of claim amounts	
5a.	\$ 0.00
5b. +	\$ 15,208,019.00
5c.	\$ 15,208,019.00

Fill in this information to identify the case:

Debtor name **Seattle Proton Center, LLC**

United States Bankruptcy Court for the: **WESTERN DISTRICT OF WASHINGTON**

Case number (if known) _____

☐ Check if this is an amended filing

Official Form 206G

Schedule G: Executory Contracts and Unexpired Leases

12/15

Be as complete and accurate as possible. If more space is needed, copy and attach the additional page, number the entries consecutively.

1. Does the debtor have any executory contracts or unexpired leases?

☐ No. Check this box and file this form with the debtor's other schedules. There is nothing else to report on this form.

☒ Yes. Fill in all of the information below even if the contacts of leases are listed on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B).

2. List all contracts and unexpired leases

State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease

2.1. State what the contract or lease is for and the nature of the debtor's interest **Temp help**

State the term remaining

List the contract number of any government contract _____

Accountable Healthcare Staff
999 Yamato Road
Suite 210
Boca Raton, FL 33431

2.2. State what the contract or lease is for and the nature of the debtor's interest **Financial Planning Software**

State the term remaining

List the contract number of any government contract _____

Adaptive Insights, Inc.
3350 W. Bayshore Rd.
Suite 200
Palo Alto, CA 94303

2.3. State what the contract or lease is for and the nature of the debtor's interest **Employee Insurance**

State the term remaining

List the contract number of any government contract _____

Aetna
Po Box 804735
Chicago, IL 60680-4108

2.4. State what the contract or lease is for and the nature of the debtor's interest **Insurance**

State the term remaining

List the contract number of any government contract _____

AFCO Credit Corporation
14 Wall Street
Suite 8A-19
New York, NY 10005

Additional Page if You Have More Contracts or Leases**2. List all contracts and unexpired leases**

State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease

- 2.5. State what the contract or lease is for and the nature of the debtor's interest **Medical Gasses**

State the term remaining

List the contract number of any government contract

**Airgas USA, LLC
3737 Worsham Avenue
Long Beach, CA 90808**

- 2.6. State what the contract or lease is for and the nature of the debtor's interest **Email encryption**

State the term remaining

List the contract number of any government contract

**Applied Intelligence
440 Wheelers Farms Rd
Ste 202
Milford, CT 06461-9133**

- 2.7. State what the contract or lease is for and the nature of the debtor's interest **Website Hosting**

State the term remaining

List the contract number of any government contract

**Armor
2360 Campbell Creek Blvd
Ste 525
Richardson, TX 75082**

- 2.8. State what the contract or lease is for and the nature of the debtor's interest **Phone**

State the term remaining

List the contract number of any government contract

**AT&T
PO Box 5019
Carol Stream, IL 60197-5019**

- 2.9. State what the contract or lease is for and the nature of the debtor's interest **Interim nurse manager**

State the term remaining

List the contract number of any government contract

**Barbara A Ringhouse
1019 Sterling Street
Sedro-Woolley, WA 98284**

- 2.10. State what the contract or lease is for and the nature of the debtor's interest **Contrast Injector M/S**

State the term remaining

List the contract number of any government contract

**Bayer Healthcare LLC
PO Box 360172
Pittsburgh, PA 15251-6172**

Additional Page if You Have More Contracts or Leases**2. List all contracts and unexpired leases****State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease**

government contract

- 2.11. State what the contract or lease is for and the nature of the debtor's interest

Patient Support

State the term remaining

List the contract number of any government contract

**Beads of Courage, Inc
3230 N. Dodge Blvd
Ste. J
Tucson, AZ 85716**

- 2.12. State what the contract or lease is for and the nature of the debtor's interest

HR Resource Brokerage

State the term remaining

List the contract number of any government contract

**Benefit Resource Inc
245 Kenneth Dr
Rochester, NY 14623-4277**

- 2.13. State what the contract or lease is for and the nature of the debtor's interest

Restructuring Support Agreement dated November 6, 2018**Additional parties to Agreement:
Seattle Cancer Care Alliance
IBA Proton Therapy Inc.
Ion Beam Applications, S.A**

State the term remaining

List the contract number of any government contract

**BNP Paribas Fortis, Agent
c/o Joaquin M. C De Baca
Mayer Brown LLP
1675 Broadway
New York, NY 10019**

- 2.14. State what the contract or lease is for and the nature of the debtor's interest

Plan Support and Lock Up Agreement dated November 12, 2018.**Additional parties to Agreement:
Seattle Cancer Care Alliance
IBA Proton Therapy Inc.
Ion Beam Applications, S.A**

State the term remaining

List the contract number of any government contract

**BNP Paribas Fortis, Agent
c/o Joaquin M. C De Baca
Mayer Brown LLP
1675 Broadway
New York, NY 10019**

Additional Page if You Have More Contracts or Leases**2. List all contracts and unexpired leases****State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease**

- 2.15. State what the contract or lease is for and the nature of the debtor's interest **401K Retirement Services**

State the term remaining

List the contract number of any government contract

**Brighton Jones
2030 1st Ave
Seattle, WA 98121**

- 2.16. State what the contract or lease is for and the nature of the debtor's interest **Support group services**

State the term remaining

List the contract number of any government contract

**Cancer Lifeline
6522 Fremont Ave N
Seattle, WA 98103**

- 2.17. State what the contract or lease is for and the nature of the debtor's interest **Adaptive M/S**

State the term remaining

List the contract number of any government contract

**Carlson Management Consulting
444 Washington Street
Suite 401
Woburn, MA 01801**

- 2.18. State what the contract or lease is for and the nature of the debtor's interest **Internet/Phones**

State the term remaining

List the contract number of any government contract

**CenturyLink
PO Box 91155
Seattle, WA 98111-9255**

- 2.19. State what the contract or lease is for and the nature of the debtor's interest **WebEx/Jabber**

State the term remaining

List the contract number of any government contract

**Cisco WebEx LLC
16720 Collections Center Drive
Chicago, IL 60693**

- 2.20. State what the contract or lease is for and the nature of the debtor's interest **M/S**

State the term remaining

**Citrix Systems Inc
851 West Cypress Creek Road
Ft Lauderdale, FL 33309**

Additional Page if You Have More Contracts or Leases**2. List all contracts and unexpired leases****State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease**

List the contract number of any government contract _____

- 2.21. State what the contract or lease is for and the nature of the debtor's interest **Electricity, water, sewer**

State the term remaining _____

List the contract number of any government contract _____

**City of Seattle
PO Box 35178
Seattle, WA 98124**

- 2.22. State what the contract or lease is for and the nature of the debtor's interest **Cable TV**

State the term remaining _____

List the contract number of any government contract _____

**Comcast
One Comcast Center
32nd Floor
Philadelphia, PA 19103**

- 2.23. State what the contract or lease is for and the nature of the debtor's interest **Backup Power**

State the term remaining _____

List the contract number of any government contract _____

**Computer Power & Service Inc.
11620 Airport Road
Building C
Everett, WA 98204**

- 2.24. State what the contract or lease is for and the nature of the debtor's interest **RFID M/S**

State the term remaining _____

List the contract number of any government contract _____

**Convergent Technologies LLC
One Commerce Drive
Schaumburg, IL 60173**

- 2.25. State what the contract or lease is for and the nature of the debtor's interest **Payor contract.**

State the term remaining _____

List the contract number of any government contract _____

**Coordinated Care Corp
1145 Broadway 300
Tacoma, WA 98402**

Additional Page if You Have More Contracts or Leases**2. List all contracts and unexpired leases****State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease**

- 2.26. State what the contract or lease is for and the nature of the debtor's interest **Integration licenses & M/S**

State the term remaining

List the contract number of any government contract

**Corepoint Health, LLC
3010 Gaylord Parkway, Ste 320
Frisco, TX 75034**

- 2.27. State what the contract or lease is for and the nature of the debtor's interest **Corporate membership**

State the term remaining

List the contract number of any government contract

**Costco Wholesale Corporation
999 Lake Drive
Issaquah, WA 98027**

- 2.28. State what the contract or lease is for and the nature of the debtor's interest **Sublease**

State the term remaining

List the contract number of any government contract

**Craig Peterson
4801 Rainier Ave S Apt 303
Seattle, WA 98118**

- 2.29. State what the contract or lease is for and the nature of the debtor's interest **Transcription**

State the term remaining

List the contract number of any government contract

**CyraCom, LLC
PO Box 74008083
Chicago, IL 60674-8083**

- 2.30. State what the contract or lease is for and the nature of the debtor's interest **VM Ware / ProSupport / Adobe Acrobat / KACE support / Symantex virus SW**

State the term remaining

List the contract number of any government contract

**DELL MARKETING, L.P.
C/O DELL USA L.P.
PO BOX 802816
Chicago, IL 60680-2816**

- 2.31. State what the contract or lease is for and the nature of the debtor's interest **CCTVs M/S**

State the term remaining

List the contract number of any government contract

**Differential Networks, LLC
2120 Grant St. Suite 8
Bellingham, WA 98225**

Additional Page if You Have More Contracts or Leases**2. List all contracts and unexpired leases****State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease**

government contract

- 2.32. State what the contract or lease is for and the nature of the debtor's interest **Anesthesia machines M/S**

State the term remaining

List the contract number of any government contract

**Draeger Inc.
3135 Quarry Rd.
Telford, PA 18969**

- 2.33. State what the contract or lease is for and the nature of the debtor's interest **VPN Access**

State the term remaining

List the contract number of any government contract

**Duo Security, Inc
123 North Ashley Street
Suite 200
Ann Arbor, MI 48104**

- 2.34. State what the contract or lease is for and the nature of the debtor's interest **Consulting**

State the term remaining

List the contract number of any government contract

**ECG Mgmt Consultants, Inc.
1111 Third Avenue
Suite 2700
Seattle, WA 98101-3201**

- 2.35. State what the contract or lease is for and the nature of the debtor's interest **Efax**

State the term remaining

List the contract number of any government contract

**eFax Corporate
c/o J2 Cloud Svcs, Inc
PO Box 51873
Los Angeles, CA 90051-6173**

- 2.36. State what the contract or lease is for and the nature of the debtor's interest **MOSAIQ & Xio**

State the term remaining

List the contract number of any government contract

**Elekta, Inc
PO Box 404199
Atlanta, GA 30384-4199**

- 2.37. State what the contract or lease is for and the nature of the debtor's interest **Consulting**

**Elizabeth Greer
2018 Boyer Ave East
Seattle, WA 98112**

Additional Page if You Have More Contracts or Leases**2. List all contracts and unexpired leases****State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease**

State the term remaining

List the contract number of any government contract

- 2.38. State what the contract or lease is for and the nature of the debtor's interest

Shipping

State the term remaining

List the contract number of any government contract

**FedEx Freight
4103 Collection Center Drive
Chicago, IL 60693**

- 2.39. State what the contract or lease is for and the nature of the debtor's interest

401K

State the term remaining

List the contract number of any government contract

**Fidelity Invest. Inst. Opera
PO Box 73307
Chicago, IL 60673-7307**

- 2.40. State what the contract or lease is for and the nature of the debtor's interest

Payor contract.

State the term remaining

List the contract number of any government contract

**First Choice Health Network
600 University St Suite 1400
Seattle, WA 98101**

- 2.41. State what the contract or lease is for and the nature of the debtor's interest

Janitorial Services

State the term remaining

List the contract number of any government contract

**GCA Services Group
PO Box 643823
Pittsburgh, PA 15264-3823**

- 2.42. State what the contract or lease is for and the nature of the debtor's interest

CT Scanner

State the term remaining

List the contract number of any government contract

**GE Healthcare
Attn Wendy Schweighardt
20225 Watertower Blvd
Brookfield, WI 53045**

Additional Page if You Have More Contracts or Leases**2. List all contracts and unexpired leases****State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease**

2.43. State what the contract or lease is for and the nature of the debtor's interest **PR & Marketing**

State the term remaining

List the contract number of any government contract

**Green Rubino
1938 Fairview Ave E
Ste 200
Seattle, WA 98102**

2.44. State what the contract or lease is for and the nature of the debtor's interest **Broker**

State the term remaining

List the contract number of any government contract

**Hayes Group
1325 4th Ave
Ste 1425
Seattle, WA 98101**

2.45. State what the contract or lease is for and the nature of the debtor's interest **Infection Control**

State the term remaining

List the contract number of any government contract

**Healthcare Mgmt Alternatives
20521 81st Ave SW
Vashon, WA 98070**

2.46. State what the contract or lease is for and the nature of the debtor's interest **Payor contract.**

State the term remaining

List the contract number of any government contract

**HealthSmart
222 West Las Colinas Boulevard
500N
Irving, TX 75039**

2.47. State what the contract or lease is for and the nature of the debtor's interest **Legal services.**

State the term remaining

List the contract number of any government contract

**Hellsell Fetterman
1001 Fourth Ave. Ste. 4200
Seattle, WA 98154-1154**

2.48. State what the contract or lease is for and the nature of the debtor's interest **Consulting**

State the term remaining

List the contract number of any government contract

**Huebner Advisory, LLC
13850 NE 32nd PL
Bellevue, WA 98005**

Additional Page if You Have More Contracts or Leases**2. List all contracts and unexpired leases**

State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease

government contract

2.49. State what the contract or lease is for and the nature of the debtor's interest

Dosimetry Software / Zebra/OmniPro Incline

State the term remaining

List the contract number of any government contract

**IBA Dosimetry America, Inc.
3150 Stage Post Drive
Suite 110
Bartlett, TN 38133**

2.50. State what the contract or lease is for and the nature of the debtor's interest

Proton Equipment Mangement

State the term remaining

List the contract number of any government contract

**IBA Proton Therapy
2000 Edmund Halley Drive
Suite 210
Reston, VA 20191**

2.51. State what the contract or lease is for and the nature of the debtor's interest

Single Sign-On

State the term remaining

List the contract number of any government contract

**Imprivata
10 Maguire Rd, Building 1
STE 125
Lexington, MA 02421**

2.52. State what the contract or lease is for and the nature of the debtor's interest

Payor contract.

State the term remaining

List the contract number of any government contract

**Kaiser Permanente
(Group Health Cooperative)
601 Union Street, Suite 3100
Seattle, WA 98101**

2.53. State what the contract or lease is for and the nature of the debtor's interest

Continuity Communication

State the term remaining

List the contract number of any government contract

**KnowBe4, INC.
33 N Garden Ave
STE 1200
Clearwater, FL 33755**

2.54. State what the contract or lease is for and the nature of the debtor's interest

Cisco SmartNet / Network Management

**Kovarus, Inc.
2000 Crow Canyon Place St 250
San Ramon, CA 94583**

Additional Page if You Have More Contracts or Leases**2. List all contracts and unexpired leases****State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease**

State the term remaining

List the contract number of any government contract

- 2.55. State what the contract or lease is for and the nature of the debtor's interest

Dosimeters

State the term remaining

List the contract number of any government contract

**Landauer
PO Box 809051
Chicago, IL 60680-9051**

- 2.56. State what the contract or lease is for and the nature of the debtor's interest

Insurance

State the term remaining

List the contract number of any government contract

**Marsh USA Inc.
1166 Avenue of the Americas
New York, NY 10036**

- 2.57. State what the contract or lease is for and the nature of the debtor's interest

Towing services

State the term remaining

List the contract number of any government contract

**Mary's Towing
13303 Highway 99
Everett, WA 98204**

- 2.58. State what the contract or lease is for and the nature of the debtor's interest

Software license

State the term remaining

List the contract number of any government contract

**MIM Software Inc.
25800 Science Park Dr. #180
Cleveland, OH 44122**

- 2.59. State what the contract or lease is for and the nature of the debtor's interest

Payor contract.

State the term remaining

List the contract number of any government contract

**Molina Healthcare of Wash.
PO Box 22612
Long Beach, CA 90801**

Additional Page if You Have More Contracts or Leases**2. List all contracts and unexpired leases****State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease**

- 2.60. State what the contract or lease is for and the nature of the debtor's interest **Tax services**

State the term remaining

List the contract number of any government contract

**Moss Adams
999 Third Ave. #2600
Seattle, WA 98104**

- 2.61. State what the contract or lease is for and the nature of the debtor's interest **Safety data sheets**

State the term remaining

List the contract number of any government contract

**MSDSonline, Inc.
222 Merchandise Mart Plaza
Suite 1750
Chicago, IL 60654**

- 2.62. State what the contract or lease is for and the nature of the debtor's interest **Payor contract.**

State the term remaining

List the contract number of any government contract

**Multiplan Inc.
115 Fifth Ave
New York, NY 10003**

- 2.63. State what the contract or lease is for and the nature of the debtor's interest **Life Insurance**

State the term remaining

List the contract number of any government contract

**Mutual of Omaha Insurance Co.
3300 Mutual of Omaha Plaza
Omaha, NE 68175**

- 2.64. State what the contract or lease is for and the nature of the debtor's interest **Policy & Procedure
Manager & Ethics
Hotline**

State the term remaining

List the contract number of any government contract

**NAVEX Global, Inc.
5500 Meadows Road
Suite 500
Lake Oswego, OR 97035**

- 2.65. State what the contract or lease is for and the nature of the debtor's interest **Patient Lodging**

State the term remaining

List the contract number of any government contract

**Northgate Inns Inc
DBA Hotel Nexus
2140 N Northgate Way
Seattle, WA 98133**

Additional Page if You Have More Contracts or Leases**2. List all contracts and unexpired leases****State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease**

government contract

- 2.66. State what the contract or lease is for and the nature of the debtor's interest **Parking badges for patients / Labs**

State the term remaining

List the contract number of any government contract

**Northwest Hosp.& Medical Ctr
1550 N. 115th Street
MS: 359415
Seattle, WA 98133**

- 2.67. State what the contract or lease is for and the nature of the debtor's interest **Nursing**

State the term remaining

List the contract number of any government contract

**Nuance Communications Inc.
1 Wayside Road
Burlington, MA 01803**

- 2.68. State what the contract or lease is for and the nature of the debtor's interest **Communications**

State the term remaining

List the contract number of any government contract

**Nyhus Communications
720 Third Ave., Floor 12
Seattle, WA 98104**

- 2.69. State what the contract or lease is for and the nature of the debtor's interest **Scope (medical equipment) maintenance and service**

State the term remaining

List the contract number of any government contract

**Olympus America Inc.
PO Box 200194
Pittsburgh, PA 15251**

- 2.70. State what the contract or lease is for and the nature of the debtor's interest **Continuity**

State the term remaining

List the contract number of any government contract

**One Call Now
6450 Poe Avenue
Suite 500
Dayton, OH 45414**

- 2.71. State what the contract or lease is for and the nature of the debtor's interest **Back-Up Servers** **Opus Interactive, Inc.
1225 W Burnside Street
Suite 310
Portland, OR 97209**

Additional Page if You Have More Contracts or Leases**2. List all contracts and unexpired leases****State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease**

State the term remaining

List the contract number of any government contract

- 2.72. State what the contract or lease is for and the nature of the debtor's interest

Copier Services

State the term remaining

List the contract number of any government contract

**Pacific Office Automation
14747 NW Greenbrier Pkwy
Beaverton, OR 97006**

- 2.73. State what the contract or lease is for and the nature of the debtor's interest

Payroll

State the term remaining

List the contract number of any government contract

**Paycom
7501 W Memorial Rd
Oklahoma City, OK 73142**

- 2.74. State what the contract or lease is for and the nature of the debtor's interest

Alarms Monitoring

State the term remaining

List the contract number of any government contract

**Performance Sys. Integration
7324 SW Durham Rd
Portland, OR 97224**

- 2.75. State what the contract or lease is for and the nature of the debtor's interest

Postage

State the term remaining

List the contract number of any government contract

**Pitney Bowes
27 Waterview Drive
Shelton, CT 06484**

- 2.76. State what the contract or lease is for and the nature of the debtor's interest

Plants

State the term remaining

List the contract number of any government contract

**Plantscapes, Inc.
1127 Poplar Place South
Seattle, WA 98144**

Additional Page if You Have More Contracts or Leases**2. List all contracts and unexpired leases****State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease**

- 2.77. State what the contract or lease is for and the nature of the debtor's interest **Payor contract.**

State the term remaining

List the contract number of any government contract

**Premera / LifeWise Washington
P.O. Box 327
Seattle, WA 98111**

- 2.78. State what the contract or lease is for and the nature of the debtor's interest **Snare Firewall Testing Services**

State the term remaining

List the contract number of any government contract

**Prophecy Americas', Inc
8480 E Orchard Road
Suite 4350
Greenwood Village, CO 80111**

- 2.79. State what the contract or lease is for and the nature of the debtor's interest **Patient Registry**

State the term remaining

List the contract number of any government contract

**Proton Collaborative Group
4320 Winfield Road
Suite 200
Warrenville, IL 60555**

- 2.80. State what the contract or lease is for and the nature of the debtor's interest **NAPT Membership**

State the term remaining

List the contract number of any government contract

**Proton Therapy Consortia
8400 Westpark Drive
2nd Floor
McLean, VA 22102**

- 2.81. State what the contract or lease is for and the nature of the debtor's interest **Gas**

State the term remaining

List the contract number of any government contract

**Puget Sound Energy
BOT-01H
PO Box 91269
Bellevue, WA 98009**

- 2.82. State what the contract or lease is for and the nature of the debtor's interest **Internet Connection**

State the term remaining

List the contract number of any government contract

**Radware, Inc.
575 Corporate Drive Lobby 2
Mahwah, NJ 07430**

Additional Page if You Have More Contracts or Leases**2. List all contracts and unexpired leases****State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease**

government contract

2.83. State what the contract or lease is for and the nature of the debtor's interest

Raystation licesnse

State the term remaining

List the contract number of any government contract

**RaySearch Americas, Inc.
401 Franklin Ave., Suite 100A
Garden City, NY 11530**

2.84. State what the contract or lease is for and the nature of the debtor's interest

Payor contract.

State the term remaining

List the contract number of any government contract

**Regence BlueShield
1800 9th Ave
Seattle, WA 98101**

2.85. State what the contract or lease is for and the nature of the debtor's interest

Billing

State the term remaining

List the contract number of any government contract

**Revenue Cycle Billing Svc Inc.
PO Box 659831 MSC 224
San Antonio, TX 78265-9130**

2.86. State what the contract or lease is for and the nature of the debtor's interest

Copiers

State the term remaining

List the contract number of any government contract

**Ricoh Americas Corporation
PO Box 4245
Carol Stream, IL 60197-4245**

2.87. State what the contract or lease is for and the nature of the debtor's interest

Lighting/Electricity M/S

State the term remaining

List the contract number of any government contract

**SASCO
16650 Woodinville-Redmond Rd.
Woodinville, WA 98072**

2.88. State what the contract or lease is for and the nature of the debtor's interest

Professional Services Agreement**Seattle Cancer Care Alliance
825 Eastlake Ave E
PO Box 19023
Seattle, WA 98109-1023**

Additional Page if You Have More Contracts or Leases**2. List all contracts and unexpired leases****State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease**

State the term remaining

List the contract number of any government contract

- 2.89. State what the contract or lease is for and the nature of the debtor's interest **Agreement regarding joint payment for outreach services.**

State the term remaining

List the contract number of any government contract

**Seattle Cancer Care Alliance
P.O. Box 34005
Seattle, WA 98124**

- 2.90. State what the contract or lease is for and the nature of the debtor's interest **Childlife specialist**

State the term remaining

List the contract number of any government contract

**Seattle Children's Hospital
PO Box 5371
M/S RC-507
Seattle, WA 98145-5005**

- 2.91. State what the contract or lease is for and the nature of the debtor's interest **Firewall**

State the term remaining

List the contract number of any government contract

**SecureWorks, Inc.
1 Concourse Pkwy Ste 500
Atlanta, GA 30328**

- 2.92. State what the contract or lease is for and the nature of the debtor's interest **Consulting**

State the term remaining

List the contract number of any government contract

**Shannon Yarrow
PO Box 7908
Jackson, WY 83002**

- 2.93. State what the contract or lease is for and the nature of the debtor's interest **Shredding**

State the term remaining

List the contract number of any government contract

**Shred-It USA LLC
11311 Cornell Park Drive
Suite 125
Blue Ash, OH 45242**

Additional Page if You Have More Contracts or Leases**2. List all contracts and unexpired leases****State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease**

2.94. State what the contract or lease is for and the nature of the debtor's interest **AV equipment**

State the term remaining

List the contract number of any government contract

**Signal Perfection Ltd
SPL Integrated Sol
6301 Benjamin Road
Suite 101
Tampa, FL 33634**

2.95. State what the contract or lease is for and the nature of the debtor's interest **ipMonitor M/S**

State the term remaining

List the contract number of any government contract

**Solarwinds, INC.
7171 Southwest Parkway
BLDG 400
Austin, TX 78735**

2.96. State what the contract or lease is for and the nature of the debtor's interest **Preventative Maintenance**

State the term remaining

List the contract number of any government contract

**SPBS, Inc
4431 Long Prairie Road
Suite 100
Flower Mound, TX 75028**

2.97. State what the contract or lease is for and the nature of the debtor's interest **HazMat & Sharps Collections**

State the term remaining

List the contract number of any government contract

**Stericycle, Inc
PO Box 9001588
Louisville, KY 40290-1588**

2.98. State what the contract or lease is for and the nature of the debtor's interest **Consulting**

State the term remaining

List the contract number of any government contract

**Strategic Value Group, LLC
6080 Center Drive #600
Los Angeles, CA 90045**

2.99. State what the contract or lease is for and the nature of the debtor's interest **HR**

State the term remaining

List the contract number of any government contract

**Swift HR Solutions, Inc.
227 Bellevue Way NE
#501
Bellevue, WA 98004**

Additional Page if You Have More Contracts or Leases**2. List all contracts and unexpired leases****State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease**

government contract

2.100. State what the contract or lease is for and the nature of the debtor's interest **SW License / M/S**

State the term remaining

List the contract number of any government contract

**Tableau Software, Inc.
1621 N 34th St
Seattle, WA 98103**

2.101. State what the contract or lease is for and the nature of the debtor's interest **SW License / M/S**

State the term remaining

List the contract number of any government contract

**TechSmith Corporation
2405 Woodlake Drive
Okemos, MI 48864**

2.102. State what the contract or lease is for and the nature of the debtor's interest **Pest Control**

State the term remaining

List the contract number of any government contract

**Terminix
860 Ridge Lake Blvd
Memphis, TN 38120**

2.103. State what the contract or lease is for and the nature of the debtor's interest **Plants**

State the term remaining

List the contract number of any government contract

**The Plant Connection Inc.
11054 NE 33rd PI #B10
Bellevue, WA 98004**

2.104. State what the contract or lease is for and the nature of the debtor's interest **Intacct Software License / M/S**

State the term remaining

List the contract number of any government contract

**The Resource Group
600 SW 39th Street
Suite 250
Renton, WA 98057**

2.105. State what the contract or lease is for and the nature of the debtor's interest **Payor contract.**

**Three Rivers Provider Network
6970 O'Bannon Dr.
Las Vegas, NV 89117**

Additional Page if You Have More Contracts or Leases**2. List all contracts and unexpired leases****State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease**

State the term remaining

List the contract number of any government contract _____

- 2.106. State what the contract or lease is for and the nature of the debtor's interest **Elevator M/S**

State the term remaining

List the contract number of any government contract _____

**Thyssenkrupp Elevator Corp
PO Box 933004
Atlanta, GA 31193-3004**

- 2.107. State what the contract or lease is for and the nature of the debtor's interest **IMS**

State the term remaining

List the contract number of any government contract _____

**Transeo Radiotherapy Solution
One Ferry Building
Suite 255
San Francisco, CA 94111**

- 2.108. State what the contract or lease is for and the nature of the debtor's interest **Payer Contract**

State the term remaining

List the contract number of any government contract _____

**United HealthCare
Corporate Tax MN008-T390
9900 Bren Rd E
Minnetonka, MN 55343**

- 2.109. State what the contract or lease is for and the nature of the debtor's interest **Interpreters**

State the term remaining

List the contract number of any government contract _____

**Universal Language Service Inc
925 110th Ave NE STE A
Bellevue, WA 98004**

- 2.110. State what the contract or lease is for and the nature of the debtor's interest **Maintenance**

State the term remaining

List the contract number of any government contract _____

**Universal Mechanical Contr.
11611 49th place West
Mukilteo, WA 98275**

Additional Page if You Have More Contracts or Leases**2. List all contracts and unexpired leases****State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease**

- 2.111. State what the contract or lease is for and the nature of the debtor's interest **Payor contract.**

State the term remaining

List the contract number of any government contract

**University Health Alliance (UH)
700 Bishop Street, Suite 300
Honolulu, HI 96813**

- 2.112. State what the contract or lease is for and the nature of the debtor's interest **Linen services**

State the term remaining

List the contract number of any government contract

**University of WA Laundry
2901 27th Ave S
Seattle, WA 98144-6002**

- 2.113. State what the contract or lease is for and the nature of the debtor's interest **Ground lease**

State the term remaining

List the contract number of any government contract

**UW Medicine/Northwest
1150 N. 115th St.
Seattle, WA 98133**

- 2.114. State what the contract or lease is for and the nature of the debtor's interest **Physicists**

State the term remaining

List the contract number of any government contract

**UW School of Med
Dept of Radiation Oncol
1959 NE Pacific Street
Box 356043
Seattle, WA 98195-6043**

- 2.115. State what the contract or lease is for and the nature of the debtor's interest **Mobile Service**

State the term remaining

List the contract number of any government contract

**Verizon
PO Box 660108
Dallas, TX 75266-0108**

- 2.116. State what the contract or lease is for and the nature of the debtor's interest **Employee Insurance**

State the term remaining

List the contract number of any government contract

**Vision Service Plan
3333 Quality Drive
Rancho Cordova, CA 95670**

Additional Page if You Have More Contracts or Leases**2. List all contracts and unexpired leases****State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease**

government contract

- 2.117. State what the contract or lease is for and the nature of the debtor's interest **VTOC Patient Portal**

State the term remaining

List the contract number of any government contract

**VisionTree Optimal Care
8885 Rio San Diego Dr
Suite 220
San Diego, CA 92108**

- 2.118. State what the contract or lease is for and the nature of the debtor's interest **Employee learning/training**

State the term remaining

List the contract number of any government contract

**Vivid Learning Systems, Inc.
5728 Bedford St.
Pasco, WA 99301**

- 2.119. State what the contract or lease is for and the nature of the debtor's interest **Virtual Environment**

State the term remaining

List the contract number of any government contract

**VMware, Inc.
3401 Hillview Avenue
Palo Alto, CA 94304**

- 2.120. State what the contract or lease is for and the nature of the debtor's interest **Background Checks**

State the term remaining

List the contract number of any government contract

**Washington State Patrol
PO Box 42602
Olympia, WA 98504-2602**

- 2.121. State what the contract or lease is for and the nature of the debtor's interest **Trash**

State the term remaining

List the contract number of any government contract

**Waste Management of Seattle
720 4th Ave Ste 400
Kirkland, WA 98033**

- 2.122. State what the contract or lease is for and the nature of the debtor's interest **Mat rentals**

**Whitman & Associates
18734 142nd Avenue NE
Woodinville, WA 98072**

Additional Page if You Have More Contracts or Leases

2. List all contracts and unexpired leases

State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease

State the term remaining

List the contract number of any government contract _____

2.123. State what the contract or lease is for and the nature of the debtor's interest **SW License / M/S**

State the term remaining

List the contract number of any government contract _____

**Wolters Kluwer Law & Business
2700 Lake Cook Road
Riverwoods, IL 60015**

2.124. State what the contract or lease is for and the nature of the debtor's interest **Ad Audit**

State the term remaining

List the contract number of any government contract _____

**ZOHO Corporation
4141 Hacienda Drive
Pleasanton, CA 94588-8549**

Fill in this information to identify the case:Debtor name Seattle Proton Center, LLCUnited States Bankruptcy Court for the: WESTERN DISTRICT OF WASHINGTON

Case number (if known) _____

☐ Check if this is an amended filing**Official Form 206H
Schedule H: Your Codebtors****12/15**

Be as complete and accurate as possible. If more space is needed, copy the Additional Page, numbering the entries consecutively. Attach the Additional Page to this page.

1. Do you have any codebtors?☐ No. Check this box and submit this form to the court with the debtor's other schedules. Nothing else needs to be reported on this form.☒ Yes

2. In Column 1, list as codebtors all of the people or entities who are also liable for any debts listed by the debtor in the schedules of creditors, Schedules D-G. Include all guarantors and co-obligors. In Column 2, identify the creditor to whom the debt is owed and each schedule on which the creditor is listed. If the codebtor is liable on a debt to more than one creditor, list each creditor separately in Column 2.

*Column 1: Codebtor**Column 2: Creditor***Name****Mailing Address****Name***Check all schedules that apply:*2.1 **Procure Seattle Holdings, LLC**

Codebtor is not co-borrower, but hypothecated its equity interests in Seattle Proton Center, LLC per August 24, 2010 Assignment, Pledge and Security Agreement (Pledgor's Ownership Interests in Borrower)

BNP Paribas Fortis, Agent

☒ D 2.1
☐ E/F _____
☐ G _____

Fill in this information to identify the case:Debtor name Seattle Proton Center, LLCUnited States Bankruptcy Court for the: WESTERN DISTRICT OF WASHINGTON

Case number (if known) _____

☐ Check if this is an amended filing**Official Form 207****Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy**

04/16

The debtor must answer every question. If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known).

Part 1: Income**1. Gross revenue from business**☐ None.**Identify the beginning and ending dates of the debtor's fiscal year, which may be a calendar year****From the beginning of the fiscal year to filing date:**From 1/01/2018 to **Filing Date****Sources of revenue**
Check all that apply☒ Operating a business☐ Other _____**Gross revenue**
(before deductions and exclusions)\$13,334,169.00**For prior year:**From 1/01/2017 to 12/31/2017☒ Operating a business☐ Other _____\$29,106,637.00**For year before that:**From 1/01/2016 to 12/31/2016☒ Operating a business☐ Other _____\$27,180,178.00**2. Non-business revenue**

Include revenue regardless of whether that revenue is taxable. *Non-business income* may include interest, dividends, money collected from lawsuits, and royalties. List each source and the gross revenue for each separately. Do not include revenue listed in line 1.

☒ None.**Description of sources of revenue****Gross revenue from each source**
(before deductions and exclusions)**Part 2: List Certain Transfers Made Before Filing for Bankruptcy****3. Certain payments or transfers to creditors within 90 days before filing this case**

List payments or transfers—including expense reimbursements—to any creditor, other than regular employee compensation, within 90 days before filing this case unless the aggregate value of all property transferred to that creditor is less than \$6,425. (This amount may be adjusted on 4/01/19 and every 3 years after that with respect to cases filed on or after the date of adjustment.)

☐ None.**Creditor's Name and Address****Dates****Total amount of value****Reasons for payment or transfer**
Check all that apply

Creditor's Name and Address	Dates	Total amount of value	Reasons for payment or transfer <i>Check all that apply</i>
3.1. See Attached		\$0.00	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input type="checkbox"/> Other _____

4. Payments or other transfers of property made within 1 year before filing this case that benefited any insider

List payments or transfers, including expense reimbursements, made within 1 year before filing this case on debts owed to an insider or guaranteed or cosigned by an insider unless the aggregate value of all property transferred to or for the benefit of the insider is less than \$6,425. (This amount may be adjusted on 4/01/19 and every 3 years after that with respect to cases filed on or after the date of adjustment.) Do not include any payments listed in line 3. *Insiders* include officers, directors, and anyone in control of a corporate debtor and their relatives; general partners of a partnership debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101(31).

☐ None.

Insider's name and address Relationship to debtor	Dates	Total amount of value	Reasons for payment or transfer
4.1. Anna Karin Andrews President	7/1/17-6/30/18	\$566,087.00	Compensation: \$520,926 Expense reimbursement: \$45,161
4.2. Joseph Raicevich Chief Financial Officer	7/1/17-6/30/18	\$250,754.00	Compensation: \$243,101 Expense reimbursement: \$7,653

5. Repossessions, foreclosures, and returns

List all property of the debtor that was obtained by a creditor within 1 year before filing this case, including property repossessed by a creditor, sold at a foreclosure sale, transferred by a deed in lieu of foreclosure, or returned to the seller. Do not include property listed in line 6.

☒ None

Creditor's name and address	Describe of the Property	Date	Value of property
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6. Setoffs

List any creditor, including a bank or financial institution, that within 90 days before filing this case set off or otherwise took anything from an account of the debtor without permission or refused to make a payment at the debtor's direction from an account of the debtor because the debtor owed a debt.

☒ None

Creditor's name and address	Description of the action creditor took	Date action was taken	Amount
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Part 3: Legal Actions or Assignments**7. Legal actions, administrative proceedings, court actions, executions, attachments, or governmental audits**

List the legal actions, proceedings, investigations, arbitrations, mediations, and audits by federal or state agencies in which the debtor was involved in any capacity—within 1 year before filing this case.

☒ None.

Case title Case number	Nature of case	Court or agency's name and address	Status of case
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8. Assignments and receivership

List any property in the hands of an assignee for the benefit of creditors during the 120 days before filing this case and any property in the hands of a receiver, custodian, or other court-appointed officer within 1 year before filing this case.

☒ None

Part 4: Certain Gifts and Charitable Contributions

9. List all gifts or charitable contributions the debtor gave to a recipient within 2 years before filing this case unless the aggregate value of the gifts to that recipient is less than \$1,000

☒ None

Recipient's name and address	Description of the gifts or contributions	Dates given	Value
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Part 5: Certain Losses

10. All losses from fire, theft, or other casualty within 1 year before filing this case.

☒ None

Description of the property lost and how the loss occurred	Amount of payments received for the loss	Dates of loss	Value of property lost
	If you have received payments to cover the loss, for example, from insurance, government compensation, or tort liability, list the total received. List unpaid claims on Official Form 106A/B (Schedule A/B: Assets – Real and Personal Property).		

Part 6: Certain Payments or Transfers**11. Payments related to bankruptcy**

List any payments of money or other transfers of property made by the debtor or person acting on behalf of the debtor within 1 year before the filing of this case to another person or entity, including attorneys, that the debtor consulted about debt consolidation or restructuring, seeking bankruptcy relief, or filing a bankruptcy case.

☐ None.

Who was paid or who received the transfer? Address	If not money, describe any property transferred	Dates	Total amount or value
11.1.		12/4/17 12/21/17 1/16/18 2/26/18 3/28/18 4/26/18 5/30/18 7/9/18 7/27/18 8/13/18 9/17/18 9/28/18 11/8/18 11/14/18	\$427,361.64
Bush Kornfeld LLP 601 Union St., #5000 Seattle, WA 98101-2373			
Email or website address			
Who made the payment, if not debtor?			

12. Self-settled trusts of which the debtor is a beneficiary

List any payments or transfers of property made by the debtor or a person acting on behalf of the debtor within 10 years before the filing of this case to a self-settled trust or similar device.

Do not include transfers already listed on this statement.

☒ None.

Name of trust or device	Describe any property transferred	Dates transfers were made	Total amount or value
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13. Transfers not already listed on this statement

List any transfers of money or other property by sale, trade, or any other means made by the debtor or a person acting on behalf of the debtor within 2 years before the filing of this case to another person, other than property transferred in the ordinary course of business or financial affairs. Include both outright transfers and transfers made as security. Do not include gifts or transfers previously listed on this statement.

☐ None.

	Who received transfer? Address	Description of property transferred or payments received or debts paid in exchange	Date transfer was made	Total amount or value
13.1	Northwest Hospital 1550 N 115th Street Seattle, WA 98133	Sale of ultrasound machine	1/16/2018	\$36,895.00
	Relationship to debtor Affiliated hospital			

Part 7: Previous Locations**14. Previous addresses**

List all previous addresses used by the debtor within 3 years before filing this case and the dates the addresses were used.

☒ Does not apply

Address	Dates of occupancy From-To
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Part 8: Health Care Bankruptcies**15. Health Care bankruptcies**

Is the debtor primarily engaged in offering services and facilities for:

- diagnosing or treating injury, deformity, or disease, or
- providing any surgical, psychiatric, drug treatment, or obstetric care?

☐ No. Go to Part 9.

☒ Yes. Fill in the information below.

	Facility name and address	Nature of the business operation, including type of services the debtor provides	If debtor provides meals and housing, number of patients in debtor's care 65 [average per day]
15.1.	SCCA Proton Therapy Center 1570 N 115th Street Seattle, WA 98133	Provision of outpatient proton beam radiation therapy to patients with cancerous and noncancerous tumors.	
		Location where patient records are maintained (if different from facility address). If electronic, identify any service provider. 1. SCCA Proton Therapy Center 2. Via Opus Interactive (electronic) 1225 W Burnside Street, Suite 310, Portland, OR 97209	How are records kept? <i>Check all that apply:</i> <input checked="" type="checkbox"/> Electronically <input checked="" type="checkbox"/> Paper

Part 9: Personally Identifiable Information**16. Does the debtor collect and retain personally identifiable information of customers?**

☐ No.

☒ Yes. State the nature of the information collected and retained.

Information in patient health records which includes name, address, email, telephone number, social security number, birth date.

Does the debtor have a privacy policy about that information?

☐ No☒ Yes**17. Within 6 years before filing this case, have any employees of the debtor been participants in any ERISA, 401(k), 403(b), or other pension or profit-sharing plan made available by the debtor as an employee benefit?**☐ No. Go to Part 10.☒ Yes. Does the debtor serve as plan administrator?☐ No Go to Part 10.☒ Yes. Fill in below:

Name of plan

Seattle Proton Center, LLC 401(K) Plan

Employer identification number of the plan

EIN: **27-0817171**

Has the plan been terminated?

☒ No☐ Yes**Part 10: Certain Financial Accounts, Safe Deposit Boxes, and Storage Units****18. Closed financial accounts**

Within 1 year before filing this case, were any financial accounts or instruments held in the debtor's name, or for the debtor's benefit, closed, sold, moved, or transferred?

Include checking, savings, money market, or other financial accounts; certificates of deposit; and shares in banks, credit unions, brokerage houses, cooperatives, associations, and other financial institutions.

☒ None

Financial Institution name and Address	Last 4 digits of account number	Type of account or instrument	Date account was closed, sold, moved, or transferred	Last balance before closing or transfer
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19. Safe deposit boxes

List any safe deposit box or other depository for securities, cash, or other valuables the debtor now has or did have within 1 year before filing this case.

☒ None

Depository institution name and address	Names of anyone with access to it Address	Description of the contents	Do you still have it?
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20. Off-premises storage

List any property kept in storage units or warehouses within 1 year before filing this case. Do not include facilities that are in a part of a building in which the debtor does business.

☒ None

Facility name and address	Names of anyone with access to it	Description of the contents	Do you still have it?
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Part 11: Property the Debtor Holds or Controls That the Debtor Does Not Own**21. Property held for another**

List any property that the debtor holds or controls that another entity owns. Include any property borrowed from, being stored for, or held in trust. Do not list leased or rented property.

☐ None

Owner's name and address	Location of the property	Describe the property	Value
IBA Proton Therapy, Inc. 225 Water Street Jacksonville, FL 32202	SCCA Proton Therapy Center 1570 N 115th Street Seattle, WA 98133	IBA / Parts room on mezzanine / Spare parts / \$1,300,000 IBA / Workshop / Tools / \$20,000 IBA / PSR / Test instruments / \$100,000 IBA / Office / Photocopier / \$5,000	\$1,425,000.00

Part 12: Details About Environment Information

For the purpose of Part 12, the following definitions apply:

Environmental law means any statute or governmental regulation that concerns pollution, contamination, or hazardous material, regardless of the medium affected (air, land, water, or any other medium).

Site means any location, facility, or property, including disposal sites, that the debtor now owns, operates, or utilizes or that the debtor formerly owned, operated, or utilized.

Hazardous material means anything that an environmental law defines as hazardous or toxic, or describes as a pollutant, contaminant, or a similarly harmful substance.

Report all notices, releases, and proceedings known, regardless of when they occurred.

22. Has the debtor been a party in any judicial or administrative proceeding under any environmental law? Include settlements and orders.

- ☒ No.
☐ Yes. Provide details below.

Case title Case number	Court or agency name and address	Nature of the case	Status of case
---------------------------	----------------------------------	--------------------	----------------

23. Has any governmental unit otherwise notified the debtor that the debtor may be liable or potentially liable under or in violation of an environmental law?

- ☒ No.
☐ Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
-----------------------	------------------------------------	-----------------------------	----------------

24. Has the debtor notified any governmental unit of any release of hazardous material?

- ☐ No.
☒ Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
SCCA Proton Therapy Center 1570 N 115th Street Seattle, WA 98133	Seattle Public Utilities 700 5th Ave Seattle, WA 98124	Unknown - Notice regarding stormwater contamination due to gas leak.	6/1/2017

Part 13: Details About the Debtor's Business or Connections to Any Business

25. Other businesses in which the debtor has or has had an interest

List any business for which the debtor was an owner, partner, member, or otherwise a person in control within 6 years before filing this case. Include this information even if already listed in the Schedules.

- ☒ None

Business name address**Describe the nature of the business****Employer Identification number**

Do not include Social Security number or ITIN.

Dates business existed**26. Books, records, and financial statements**

26a. List all accountants and bookkeepers who maintained the debtor's books and records within 2 years before filing this case.

☐ None**Name and address****Date of service****From-To**

26a.1. **Joseph Raicevich**
1570 N. 115th
Seattle, WA 98133

26b. List all firms or individuals who have audited, compiled, or reviewed debtor's books of account and records or prepared a financial statement within 2 years before filing this case.

☐ None**Name and address****Date of service****From-To**

26b.1. **KPMG**

10/2017 to present**Name and address****Date of service****From-To**

26b.2. **Moss Adams**

Previous 2 years.

26c. List all firms or individuals who were in possession of the debtor's books of account and records when this case is filed.

☐ None**Name and address****If any books of account and records are unavailable, explain why**

26c.1. **Seattle Proton Center, LLC**

26d. List all financial institutions, creditors, and other parties, including mercantile and trade agencies, to whom the debtor issued a financial statement within 2 years before filing this case.

☐ None**Name and address**

26d.1. **Chase Bank**

26d.2. **Seattle Cancer Care Alliance**

26d.3. **IBA Proton Therapy, Inc.**

26d.4. **Loop Capital**

26d.5. **DHG**

Name and address26d.6. **ECG**26d.7. **Carl Marks Advisory Group****27. Inventories**

Have any inventories of the debtor's property been taken within 2 years before filing this case?

- ☒ No
- ☐ Yes. Give the details about the two most recent inventories.

Name of the person who supervised the taking of the inventory**Date of inventory****The dollar amount and basis (cost, market, or other basis) of each inventory****28. List the debtor's officers, directors, managing members, general partners, members in control, controlling shareholders, or other people in control of the debtor at the time of the filing of this case.**

Name	Address	Position and nature of any interest	% of interest, if any
Procure Seattle Holdings LLC		Sole Member and Manager	100

Name	Address	Position and nature of any interest	% of interest, if any
Anna Karin Andrews		President	

Name	Address	Position and nature of any interest	% of interest, if any
Joseph Raicevich		Secretary; Treasurer	

29. Within 1 year before the filing of this case, did the debtor have officers, directors, managing members, general partners, members in control of the debtor, or shareholders in control of the debtor who no longer hold these positions?

- ☒ No
- ☐ Yes. Identify below.

30. Payments, distributions, or withdrawals credited or given to insiders

Within 1 year before filing this case, did the debtor provide an insider with value in any form, including salary, other compensation, draws, bonuses, loans, credits on loans, stock redemptions, and options exercised?

- ☐ No
- ☒ Yes. Identify below.

Name and address of recipient**Amount of money or description and value of property****Dates****Reason for providing the value**30.1 **Please see response to SOFA Question 4.****Relationship to debtor****31. Within 6 years before filing this case, has the debtor been a member of any consolidated group for tax purposes?**

Debtor Seattle Proton Center, LLC

Case number (if known) _____

- ☐ No
☒ Yes. Identify below.

Name of the parent corporation

Seattle Proton Center Holdings

Employer Identification number of the parent corporation

EIN: 47-4795562

32. Within 6 years before filing this case, has the debtor as an employer been responsible for contributing to a pension fund?

- ☒ No
☐ Yes. Identify below.

Name of the pension fund

Employer Identification number of the parent corporation

Part 14: Signature and Declaration

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both.
18 U.S.C. §§ 152, 1341, 1519, and 3571.

I have examined the information in this *Statement of Financial Affairs* and any attachments and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on November 14, 2018

/s/ Anna Karin Andrews

Signature of individual signing on behalf of the debtor

Anna Karin Andrews

Printed name

Position or relationship to debtor President

Are additional pages to *Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy* (Official Form 207) attached?

- ☐ No
☒ Yes

Payee	Date	Amount
AARP Medicare Complete	9/27/2018	\$ 11,933.67
Accountable Healthcare Staffing, Inc.	8/16/2018 9/6/2018 9/13/2018 10/4/2018 10/18/2018 10/25/2018	\$ 86,550.00
Aetna	9/6/2018 9/27/2018 10/25/2018	\$ 158,283.52
AFCO Credit Corporation	8/24/2018 9/28/2018 10/19/2018 10/26/2018	\$ 165,686.80
American Express	8/9/2018 9/6/2018 10/4/2018 11/1/2018	\$ 26,631.00
ANDA INC dba PRACT Rx	8/9/2018 8/23/2018 9/6/2018 9/13/2018 9/27/2018 10/18/2018 10/25/2018	\$ 25,599.00
Applied Intelligence	8/9/2018 9/6/2018 10/18/2018 10/25/2018	\$ 13,438.52
Aviva Metals, Inc.	9/7/2018	\$ 12,537.50
Barbara A Ringhouse	8/16/2018 9/6/2018 10/4/2018	\$ 18,000.00

Payee	Date	Amount
Benefit Resource Inc	8/9/2018 8/14/2018 8/23/2018 9/10/2018 9/13/2018 9/26/2018 10/10/2018 10/24/2018 10/25/2018	\$ 15,441.18
BNP Paribas Fortis	8/20/2018 10/17/2018	\$ 29,002.16
Bush Strout Kornfeld LLP	8/10/2018 9/14/2018 9/28/2018	\$ 154,290.48
Caine & Weiner	9/27/2018	\$ 11,342.00
Cardinal Health	8/9/2018 8/23/2018 9/6/2018 9/13/2018 9/27/2018 10/18/2018 10/25/2018 11/1/2018	\$ 82,062.02
CenturyLink	8/9/2018 8/16/2018 9/6/2018 9/13/2018 9/27/2018 10/4/2018 10/18/2018 11/1/2018	\$ 14,828.13
CIGNA	10/4/2018 11/1/2018	\$ 15,921.68
City of Seattle	8/16/2018 9/13/2018 10/18/2018	\$ 27,617.77
City of Seattle	10/19/2018 10/31/2018	\$ 103,170.38
City of Seattle	8/23/2018 9/13/2018 10/18/2018	\$ 122,086.45

Payee	Date	Amount
Community Health Plan of Texas	8/23/2018 9/27/2018	\$ 40,504.62
Computer Power & Service Inc.	9/27/2018	\$ 19,053.18
DELL MARKETING, L.P.	9/6/2018 9/13/2018 9/27/2018 10/18/2018 10/25/2018 11/1/2018	\$ 35,340.18
Dixon Hughes Goodman LLP	9/13/2018 9/27/2018	\$ 30,750.00
Elekta, Inc	9/13/2018	\$ 302,491.79
Fidelity	8/8/2018 8/22/2018 9/10/2018 9/21/2018 10/9/2018 10/23/2018	\$ 186,276.81
Freeman Manufacturing & Supply	8/9/2018	\$ 9,986.61
GCA Services Group	8/23/2018	\$ 9,465.70
GCA Services Group	9/27/2018	\$ 9,465.70
GCA Services Group	10/18/2018	\$ 9,465.70
GCA Services Group	10/25/2018	\$ 9,465.70
GCA Services Group	8/9/2018 8/23/2018 9/27/2018 10/18/2018 10/25/2018	\$ 37,862.80
GE Healthcare	8/23/2018 9/13/2018 10/18/2018	\$ 17,714.10
Green Rubino	9/7/2018 9/27/2018 10/18/2018 10/26/2018	\$ 688,292.81
Group Health Cooperative	8/23/2018 9/6/2018 9/27/2018	\$ 24,813.91
Healthcare Management Alternatives, Inc.	8/23/2018 9/13/2018 10/18/2018	\$ 7,434.00

Payee	Date	Amount
IBA Proton Therapy	10/19/2018	\$ 1,045,784.33
King County Treasury	9/27/2018	\$ 100,359.30
Kovarus, Inc.	9/27/2018 10/4/2018 10/18/2018	\$ 111,885.80
KPMG LLP	9/13/2018 9/27/2018	\$ 134,925.00
Moss Adams LLP	8/16/2018 9/6/2018 9/13/2018 10/4/2018	\$ 17,199.25
Mutual of Omaha Insurance Company	8/23/2018 9/27/2018 10/25/2018	\$ 19,401.83
Nixon Peabody LLP	9/7/2018 9/14/2018 10/16/2018 10/26/2018	\$ 154,391.50
Northwest Hospital & Medical Center	8/9/2018 8/23/2018 9/6/2018 9/13/2018 10/4/2018 10/25/2018	\$ 17,499.00
Northwest Hospital Rents	8/23/2018 9/27/2018 10/25/2018	\$ 229,993.80
Nyhus Communications LLC	10/18/2018 10/25/2018	\$ 54,525.20
Ogden Murphy Wallace PLLC	10/18/2018	\$ 45,729.00
Optum	8/8/2018 8/23/2018 9/10/2018 9/26/2018 10/11/2018 10/24/2018	\$ 12,645.36
Opus Interactive, Inc.	8/9/2018 8/23/2018 9/27/2018 10/4/2018 10/18/2018	\$ 18,043.00

Payee	Date	Amount
Owens & Minor	8/9/2018 8/16/2018 8/23/2018 9/6/2018 9/13/2018 9/27/2018 10/18/2018 10/25/2018 11/1/2018	\$ 7,448.97
Premera Blue Cross	9/13/2018 11/1/2018	\$ 266,515.30
Proton Collaborative Group	9/13/2018 10/18/2018 11/1/2018	\$ 25,333.32
Puget Sound Energy	9/6/2018 9/27/2018 10/25/2018	\$ 11,832.08
Regence BlueShield	8/23/2018 9/27/2018	\$ 42,751.20
Revenue Cycle Billing Services Inc.	8/24/2018 9/28/2018 10/19/2018	\$ 159,006.53
Seattle Cancer Care Alliance	9/28/2018 10/26/2018	\$ 510,217.50
Seattle Children's Hospital	8/23/2018 9/13/2018 10/18/2018 10/25/2018	\$ 8,637.36
Terentino's Catering Inc.	8/9/2018 8/23/2018 9/6/2018 9/13/2018 9/27/2018 10/18/2018 10/25/2018	\$ 12,099.20
Transeo Radiotherapy Solutions LLC	10/25/2018	\$ 54,000.00
University Mechanical Contractors, Inc.	8/9/2018 10/18/2018 10/25/2018 11/1/2018	\$ 59,026.61

Payee	Date	Amount
University of Washington Laundry	8/16/2018	\$ 8,679.97
	9/27/2018	
	10/18/2018	
UW School of Med Dept of Radiation Oncology	9/28/2018	\$ 231,500.00
Vivid Learning Systems, Inc.	9/13/2018	\$ 9,909.00
Washington State Department of Revenue	8/21/2018	\$ 186,701.98
	8/24/2018	
	9/24/2018	
	10/22/2018	

**United States Bankruptcy Court
Western District of Washington**

In re Seattle Proton Center, LLC

Debtor(s)

Case No.
Chapter

11

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with rule 1007(a)(3) for filing in this Chapter 11 Case

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Procure Seattle Holdings, LLC 1570 N 115th Street Seattle, WA 98133		100%	Membership

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the **President** of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date November 14, 2018

Signature /s/ Anna Karin Andrews
Anna Karin Andrews

*Penalty for making a false statement of concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.*

**United States Bankruptcy Court
Western District of Washington**

In re **Seattle Proton Center, LLC**

Debtor(s)

Case No.

Chapter

11

VERIFICATION OF CREDITOR MATRIX

I, the President of the corporation named as the debtor in this case, hereby verify that the attached list of creditors is true and correct to the best of my knowledge.

Date: **November 14, 2018**

/s/ Anna Karin Andrews

Anna Karin Andrews/President

Signer/Title

US ATTORNEY
ATTN BANKRUPTCY ASSISTANT
700 STEWART STREET
ROOM 5220
SEATTLE, WA 98101-4438

INTERNAL REVENUE SVC (PHIL)
CENTRALIZED INSOL OPERATIONS
PO BOX 7346
PHILADELPHIA, PA 19101-7346

COMMODITY FUTURES TRADING
1155 21ST ST NW
WASHINGTON, DC 20581

SECURITIES & EXCHANGE COMM
ATTN BANKRUPTCY COUNSEL
44 MONTGOMERY ST #2600
SAN FRANCISCO, CA 94104

US TREASURY
SECRETARY OF THE TREASURY
1500 PENNSYLVANIA AVE NW
WASHINGTON, DC 20220

WA DEPT OF REV-SEA
BANKRUPTCY/CLAIMS UNIT
2101 4TH AVE #1400
SEATTLE, WA 98121-2300

WA DEPT OF L&I-OLY
COLLECTIONS
PO BOX 44171
OLYMPIA, WA 98504-4171

WA DEPT OF EMP SEC-OLY
UI TAX ADMIN
PO BOX 9046
OLYMPIA, WA 98507-9046

WA ATTORNEY GENERAL
BANKRUPTCY & COLLECTIONS UNIT
800 5TH AVE #2000
SEATTLE, WA 98104

ARMAND J. KORNFELD
BUSH KORNFELD LLP
601 UNION ST., SUITE 5000
SEATTLE, WA 98101-2373

SEATTLE PROTON CENTER, LLC
1570 N 115TH STREET
SEATTLE, WA 98133

BNP PARIBAS FORTIS, AGENT
C/O JOAQUIN M. C DE BACA
MAYER BROWN LLP
1675 BROADWAY
NEW YORK, NY 10019

IBA PROTON THERAPY, INC. AND
ION BEAM APPLICATIONS, S.A.
C/O TODD BEJIAN
2000 EDMUND HALLEY DR.; SUITE
RESTON, VA 20191

IBA PROTON THERAPY, INC. AND
ION BEAM APPLICATIONS, S.A.
C/O DAVID SWAN
1750 TYSONS BOULEVARD, STE. 18
MC LEAN, VA 22102

SEATTLE CANCER CARE ALLIANCE
C/O BRADLEY J. BERG
FOSTER PEPPER PLLC
1111 3RD AVE., SUITE 3400
SEATTLE, WA 98101

**United States Bankruptcy Court
Western District of Washington**

In re Seattle Proton Center, LLC

Debtor(s)

Case No.
Chapter

11

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for Seattle Proton Center, LLC in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

Procure Seattle Holdings, LLC
1570 N 115th Street
Seattle, WA 98133

☐ None [*Check if applicable*]

November 14, 2018

Date

/s/ Armand J. Kornfeld

Armand J. Kornfeld

Signature of Attorney or Litigant
Counsel for **Seattle Proton Center, LLC**
Bush Kornfeld LLP
601 Union St., Suite 5000
Seattle, WA 98101-2373
(206) 292-2110 Fax:(206) 292-2104
jkornfeld@bskd.com

**United States Bankruptcy Court
Western District of Washington**

In re Seattle Proton Center, LLC

Debtor(s)

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Chapter

11

BUSINESS INCOME AND EXPENSES--SEE ATTACHED

FINANCIAL REVIEW OF THE DEBTOR'S BUSINESS (NOTE: ONLY INCLUDE information directly related to the business operation.)

PART A - GROSS BUSINESS INCOME FOR PREVIOUS 12 MONTHS:

1. Gross Income For 12 Months Prior to Filing: \$ _____

PART B - ESTIMATED AVERAGE FUTURE GROSS MONTHLY INCOME:

2. Gross Monthly Income \$ _____

PART C - ESTIMATED FUTURE MONTHLY EXPENSES:

3. Net Employee Payroll (Other Than Debtor) \$ _____

4. Payroll Taxes _____

5. Unemployment Taxes _____

6. Worker's Compensation _____

7. Other Taxes _____

8. Inventory Purchases (Including raw materials) _____

9. Purchase of Feed/Fertilizer/Seed/Spray _____

10. Rent (Other than debtor's principal residence) _____

11. Utilities _____

12. Office Expenses and Supplies _____

13. Repairs and Maintenance _____

14. Vehicle Expenses _____

15. Travel and Entertainment _____

16. Equipment Rental and Leases _____

17. Legal/Accounting/Other Professional Fees _____

18. Insurance _____

19. Employee Benefits (e.g., pension, medical, etc.) _____

20. Payments to Be Made Directly By Debtor to Secured Creditors For Pre-Petition Business Debts (Specify):

DESCRIPTION

TOTAL

21. Other (Specify):

DESCRIPTION

TOTAL

22. Total Monthly Expenses (Add items 3-21) \$ _____

PART D - ESTIMATED AVERAGE NET MONTHLY INCOME:

23. AVERAGE NET MONTHLY INCOME (Subtract item 22 from item 2) \$ _____

Seattle Proton Center, LLC
Weekly Cash Flow Plan

\$s in thousands

Week Ending:

	11/16/2018	11/23/2018	11/30/2018	12/7/2018	12/14/2018	12/21/2018	12/28/2018	1/4/2019	1/11/2019	1/18/2019	1/25/2019	2/1/2019	2/8/2019	Total
Net Collections	481	481	481	589	589	589	471	433	524	524	524	547	494	
Cash Inflows	481	481	481	589	589	589	471	433	524	524	524	547	494	6,727
Payroll & Benefits	(31)	(415)	-	(350)	(30)	(350)	(31)	(425)	(30)	-	(406)	(65)	(380)	(2,513)
Advertising & Marketing	(25)	(5)	(5)	(5)	(205)	(30)	(5)	(5)	(5)	(5)	(200)	(5)	(5)	(505)
Legal	(5)	(5)	(5)	(5)	(5)	(5)	(5)	(5)	(5)	(5)	(5)	(5)	(5)	(65)
Repairs & Maintenance	(87)	(12)	(12)	(57)	(32)	(52)	(512)	(12)	(12)	(1,045)	(12)	(12)	(12)	(1,869)
Rent & Utilities	(4)	(131)	(4)	(4)	(4)	(56)	(75)	(4)	(4)	(4)	(131)	(4)	(4)	(429)
G&A	(15)	(87)	(50)	(18)	(50)	(87)	(50)	(18)	(15)	(15)	(167)	(18)	(15)	(605)
Supplies & Services	(15)	(15)	(15)	(40)	(15)	(15)	(15)	(15)	(53)	(15)	(15)	(15)	(15)	(258)
Restructuring Expenses														
Professional Fund	-	-	(300)	-	-	-	-	-	-	-	-	-	-	(300)
Utilities Deposit	(35)	-	-	-	-	-	-	-	-	-	-	-	-	(35)
U.S. Trustee Fee	-	-	-	-	-	-	(27)	-	-	-	-	-	-	(27)
CapEx	(5)	(5)	(5)	(5)	(5)	(5)	(5)	(5)	(5)	(5)	(5)	(5)	(5)	(65)
Cash Outflows	(222)	(675)	(396)	(484)	(346)	(600)	(725)	(489)	(129)	(1,094)	(941)	(129)	(441)	(6,671)
Net Cash Inflows/(Outflows)	259	(194)	85	105	243	(11)	(254)	(56)	395	(570)	(417)	418	53	56
Beginning Cash Balance	5,700	5,959	5,765	5,850	5,955	6,198	6,187	5,933	5,877	6,272	5,702	5,285	5,703	
Ending Cash Balance	5,959	5,765	5,850	5,955	6,198	6,187	5,933	5,877	6,272	5,702	5,285	5,703	5,756	

Confidential